

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
—
(202) 393-2266
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OF COUNSEL
URBAN A. LESTER

April 28, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) executed copies of Supplement No. 1 to Security Agreement, dated as of April 26, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Security Agreement duly filed with the Commission under Recordation Number 15595.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Secured Party: BNY Leasing Corporation
(f/k/a Irving Leasing Corporation)
1290 Avenue of the Americas
New York, New York 10104

The 200 railcars being ~~ADDED~~ from the Security Agreement are set forth on Annex I attached thereto and the Leases related thereto are set forth on Annex II.

The 161 railcars being ~~DELETED~~ from the Security Agreement are set forth on Annex X attached thereto and the Leases related thereto are set forth on Annex Y.

Mr. Vernon A. Williams
April 28, 1995
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SUPPLEMENT NO. 1
TO SECURITY AGREEMENT APR 26 1995 - 11:00 AM

WHEREAS, ACF Industries, Incorporated ("Pledgor") and BNY Leasing Corporation, formerly known as Irving Leasing Corporation, ("Secured Party"), entered into a certain Security Agreement dated as of April 20, 1988 (as amended and supplemented, the "Security Agreement") pursuant to which Pledgor granted, pledged and assigned to Secured Party a security interest in and to all of Pledgor's right, title and interest in and to certain railroad cars, related leases and related lease proceeds, to secure certain loans and other obligations owed by Pledgor to Secured Party;

WHEREAS, the Security Agreement was recorded with the Interstate Commerce Commission ("ICC") on April 20, 1988, Recordation No. 15595, and with the Registrar General of Canada (the "Registrar") on or about the same date;

WHEREAS, Irving Leasing Corporation filed a Certificate of Amendment to its Certificate of Incorporation, to effect a change of its name to "BNY Leasing Corporation"; copy of such Certificate of Amendment being attached hereto as Exhibit 1;

WHEREAS, Secured Party and Pledgor entered into a certain Amendment to the Security Agreement, dated January 18, 1995;

WHEREAS, such Amendment to the Security Agreement was recorded with the ICC on February 8, 1995, Recordation No. 15595-A, and will be recorded with the Registrar on or about the date hereof;

WHEREAS, Pledgor has requested that Secured Party release the security interest of Secured Party in certain of the railcars and related leases subject to the lien created by the Security Agreement and, in substitution therefor, Pledgor has agreed to grant a security interest to Secured Party in certain other railcars and related leases as provided herein;

NOW, THEREFORE, Pledgor and Secured Party hereby agree that the Security Agreement shall be supplemented and amended as follows:

1. Any term defined in the Security Agreement (or in the Credit Agreement referred to therein) and used herein shall have the meaning as defined therein except as otherwise specifically defined herein.

2. The definition of "Collateral" is hereby amended, effective as of the Escrow Compliance Date (as hereinafter defined), by deleting therefrom, and the Secured Party hereby releases and terminates its lien on and security interest in, all of Pledgor's right, title and interest in and to, the assets

hereinafter described in paragraphs 2(a) and 2(b) hereof and all proceeds thereof (collectively, the "Released Collateral"):

(a) all those certain railroad tank cars and covered hopper cars described on Annex I hereto (collectively, the "Released Equipment"), together with all accessories, equipment, parts and appurtenances appertaining or attached to any such Released Equipment, whether now owned or at any time hereafter acquired by the Pledgor, and all additions, improvements and accumulations to, any and all of said Released Equipment, together with all rents, issues, income, profits and avails therefrom and any and all mileage credits relating thereto and any and all proceeds of all of the foregoing; and

(b) each and every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases), now or hereafter existing, relating to, but only to the extent relating to, the Released Equipment described in paragraph 2(a) hereof, including, without limitation, the leases specified on Annex II hereto (each such lease, including all amendments, riders, supplements, other modifications and scheduled thereto, a "Released Lease"), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due or to become due under any Released Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from the Released Equipment), and all proceeds of all of the foregoing.

3. In substitution for the Released Collateral, effective as of the Escrow Compliance Date, the Pledgor does hereby transfer, convey, warrant, mortgage, deliver, pledge, assign and grant to the Secured Party a lien on and security interest in, in each case pursuant to the Security Agreement and the Credit Agreement, as collateral security for payment, observance and performance of the Secured Obligations, all of Pledgor's right, title and interest in and to the following assets described in paragraphs 3(a) and 3(b) hereof and all proceeds thereof (all of which assets shall be deemed to be included in the definition of "Collateral" as set forth in the Security Agreement and the Credit Agreement):

(a) all those certain railroad tank cars and covered hopper cars described on Annex X hereto and made a part hereof, all such railroad tank cars, covered hopper cars and other assets described in this paragraph 3(a) being deemed included in the definition of "Equipment" for purposes of the Security Agreement and the Credit Agreement, together with all accessories, equipment, parts and appurtenances now or hereafter appertaining or attached to any such Equipment, whether now owned or at any time hereafter acquired by the Pledgor, and all substitutions and replacements of, and additions, improvements

and accumulations to, any and all of such Equipment, together with all rents, issues, income, profits and avails therefrom and any and all mileage credits relating thereto and any and all proceeds of all of the foregoing; and

(b) each and every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases) and other chattel paper, now or hereafter existing, relating to, but only to the extent relating to, the Equipment described in paragraph 3(a) hereof, including, without limitation, the leases specified on Annex Y hereto (each such lease, including all amendments, supplements and schedules thereto and any substitutions, renewals, extensions and replacements thereof, each of the foregoing being hereinafter referred to as a "Substitute Lease" and deemed included in the definition of "Lease", for purposes of the Security Agreement and the Credit Agreement), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due or to become due under any Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from or arise from the Equipment), and any and all proceeds of all of the foregoing.

4. Pledgor represents and warrants to Secured Party that, upon the date of filing of this Supplement and the UCC-3 Amendments (the "Escrow Compliance Date") as set forth in the escrow letter between Pledgor and Secured Party and consented to by Gordon Altman Butowsky Weitzen Shalov & Wein, dated of even date, Pledgor will be the owner of the assets described in paragraphs 3(a) and 3(b) hereof free from any right, title or interest of any third person, except for the first and prior security interest therein of the Secured Party under the Security Agreement as amended by this Supplement and the interest of a lessee under a Lease with respect to an item or items of Equipment.

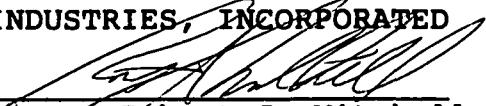
5. All provisions of this Supplement are hereby incorporated into the Security Agreement and made a part thereof. Annexes I and II hereto shall be deemed a deletion from, and the assets described in paragraphs 2(a) and 2(b) hereof shall cease to be a part of, Annexes A and B to the Security Agreement and the Collateral. Annexes X and Y hereto shall be deemed an addition to, and the assets described in paragraphs 3(a) and 3(b) hereof shall become part of, Annexes A and B to the Security Agreement and the Collateral. By its execution and delivery of this Supplement, each of Pledgor and Secured Party hereby reaffirms and ratifies all of the provisions of the Security Agreement and the Credit Agreement except as herein specifically provided.

6. This Supplement (a) shall be governed by and construed in accordance with the laws of the State of New York,

without reference to its principles of conflict of law, (b) may not be amended except in a writing signed by each of the parties hereto, and (c) shall not be effective until occurrence of the Escrow Compliance Date.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of this 26th day of April, 1995.

ACF INDUSTRIES, INCORPORATED

By: 

Name: Robert J. Mitchell
Title: Senior Vice President
Finance

BNY LEASING CORPORATION

By: 

Name: Edward A. Jaeckel
Title: Vice President

APR 11 '95 02:04PM BNY 10 FL 212 495 2546

P.2/3

CJ
CJ

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
IRVING LEASING CORPORATION**

Under Section 803 of
the Business Corporation Law

The undersigned, being respectively the President and Secretary of Irving Leasing Corporation, hereby certify and set forth:

1. The name of the Corporation is Irving Leasing Corporation. The name under which the Corporation was formed was Charter New York Leasing Corporation.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on October 22, 1971.
3. The Certificate of Incorporation is hereby amended to change the name of the Corporation in Article FIRST from Irving Leasing Corporation to BNY Leasing Corporation. To effect the foregoing, Article FIRST is amended to read as follows:

"FIRST: The name of this corporation is BNY Leasing Corporation."

4. This amendment was authorized by unanimous written consent of the board of directors and by written consent of the sole shareholder.

IN WITNESS WHEREOPF, we subscribe this Certificate and affirm that the statements contained herein are true under the penalties of perjury, this 28th day of February, 1990.

Dennis P. Neumann
President

Jacqueline McSwiggan
Jacqueline McSwiggan
Secretary

EXHIBIT 1

APR 11 '95 02:04PM BNY 10 FL 212 495 2546

P.2/3

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1

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assd. 1/30/79 new
 L-B384858-2
 Charter New York Leasing
 Co.
 10/27/91
 #941631-8

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

IRVING LEASING CORPORATION

UNDER SECTION 805 OF

THE BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 15 1990

AMT. OF CHECK \$ 80
 FILING FEE \$ 60
 TAX \$
 COUNTY FEE \$ 10
 COPY \$
 CERT \$
 REFUND \$
 SPEC.HANLDS \$ 10

BY: JL
John

06 NY 817 51 NY

G371F

Legal Department
The Bank of New York
One Wall Street
New York, NY 10286

28-Mar-95

ANNEX I

ACFX	41068	ACFX	65027	ACFX	71694
ACFX	41069	ACFX	65028	ACFX	71695
ACFX	41070	ACFX	65029	ACFX	71696
ACFX	41071	ACFX	65030	ACFX	71697
ACFX	41072	ACFX	65031	ACFX	71698
ACFX	41073	ACFX	65032	ACFX	71699
ACFX	41074	ACFX	65033	ACFX	71700
ACFX	41075	ACFX	65034	ACFX	71701
ACFX	51429	ACFX	65035	ACFX	71702
ACFX	51430	ACFX	65037	ACFX	71703
ACFX	51431	ACFX	65038	ACFX	71704
ACFX	51432	ACFX	65039	ACFX	71705
ACFX	51434	ACFX	65040	ACFX	71706
ACFX	51435	ACFX	65041	ACFX	71707
ACFX	51456	ACFX	65042	ACFX	71708
ACFX	51457	ACFX	65043	ACFX	71709
ACFX	51459	ACFX	65044	ACFX	71710
ACFX	51460	ACFX	65045	ACFX	71711
ACFX	51478	ACFX	65046	ACFX	71712
ACFX	51479	ACFX	65047	ACFX	71713
ACFX	51480	ACFX	65048	ACFX	71714
ACFX	51481	ACFX	65049	ACFX	71715
ACFX	51482	ACFX	65050	ACFX	71716
ACFX	51483	ACFX	65051	ACFX	71728
ACFX	51484	ACFX	65052	ACFX	71731
ACFX	51523	ACFX	65054	ACFX	71732
ACFX	51524	ACFX	65055	ACFX	71737
ACFX	51525	ACFX	65056	ACFX	71739
ACFX	51526	ACFX	65057	ACFX	71740
ACFX	51527	ACFX	65058	ACFX	71741
ACFX	51528	ACFX	65059	ACFX	71742
ACFX	51529	ACFX	65060	ACFX	71743
ACFX	51530	ACFX	71670	ACFX	71744
ACFX	51531	ACFX	71671	ACFX	71745
ACFX	51532	ACFX	71672	ACFX	71746
ACFX	65011	ACFX	71673	ACFX	71747
ACFX	65012	ACFX	71674	ACFX	71748
ACFX	65013	ACFX	71675	ACFX	71749
ACFX	65014	ACFX	71676	ACFX	71750
ACFX	65015	ACFX	71677	ACFX	71751
ACFX	65016	ACFX	71678	ACFX	71752
ACFX	65017	ACFX	71679	ACFX	71753
ACFX	65018	ACFX	71680	ACFX	71754
ACFX	65019	ACFX	71682	ACFX	71756
ACFX	65020	ACFX	71688	ACFX	71758
ACFX	65022	ACFX	71689	ACFX	71759
ACFX	65023	ACFX	71690	ACFX	71760
ACFX	65024	ACFX	71691	ACFX	71763
ACFX	65025	ACFX	71692	ACFX	71764
ACFX	65026	ACFX	71693	ACFX	71765

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ANNEX I

ACFX	71766	200 CARS
ACFX	71767	
ACFX	71768	
ACFX	71769	
ACFX	71770	
ACFX	71771	
ACFX	71772	
ACFX	71773	
ACFX	71774	
ACFX	71775	
ACFX	71776	
ACFX	71777	
ACFX	71778	
ACFX	71812	
ACFX	71813	
ACFX	71814	
ACFX	71815	
ACFX	71816	
ACFX	71817	
ACFX	71819	
ACFX	71820	
ACFX	71821	
ACFX	71822	
ACFX	71823	
ACFX	71825	
ACFX	71826	
ACFX	71834	
ACFX	71835	
ACFX	71836	
ACFX	71837	
ACFX	71838	
ACFX	77298	
ACFX	77299	
ACFX	77300	
ACFX	77301	
ACFX	77302	
ACFX	77303	
ACFX	77304	
ACFX	77305	
ACFX	77306	
ACFX	77307	
ACFX	77308	
ACFX	77309	
ACFX	77310	
ACFX	77311	
ACFX	77312	
ACFX	77313	
ACFX	77314	
ACFX	77315	
ACFX	77316	

28-Mar-95

ANNEX II

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APR-25-1995

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
45 E.C.C.I.		4223	ACFX 41068	H	1987	04/01/87	03/31/97	
		4223	ACFX 41069	H	1987	04/01/87	03/31/97	
		4223	ACFX 41070	H	1987	04/01/87	03/31/97	
		4223	ACFX 41071	H	1987	04/01/87	03/31/97	
		4223	ACFX 41072	H	1987	04/01/87	03/31/97	
		4223	ACFX 41073	H	1987	04/01/87	03/31/97	
		4223	ACFX 41074	H	1987	04/01/87	03/31/97	
		4223	ACFX 41075	H	1987	04/01/87	03/31/97	
45 E.C.C.I.								8
58 UNION PACIFIC RAILROAD		5697	ACFX 71731	T	1987	03/01/92	02/28/95	
		5697	ACFX 71732	T	1987	03/01/92	02/28/95	
		5697	ACFX 71737	T	1987	03/01/92	02/28/95	
		5697	ACFX 71754	T	1987	03/01/92	02/28/95	
		5697	ACFX 71756	T	1987	03/01/92	02/28/95	
58 UNION PACIFIC RAILROAD								5
81 CARGILL INCORPORATED		4352	ACFX 51456	H	1987	01/01/93	12/31/97	
		4352	ACFX 51457	H	1987	01/01/93	12/31/97	
		4352	ACFX 51459	H	1987	01/01/93	12/31/97	
		4352	ACFX 51460	H	1987	01/01/93	12/31/97	
81 CARGILL INCORPORATED								4
160 AMERICAN MAIZE PRODUCTS CO.		4348	ACFX 51523	H	1987	07/01/92	06/30/97	
		4348	ACFX 51524	H	1987	07/01/92	06/30/97	
		4348	ACFX 51525	H	1987	07/01/92	06/30/97	
		4348	ACFX 51526	H	1987	07/01/92	06/30/97	
		4348	ACFX 51527	H	1987	07/01/92	06/30/97	
		4348	ACFX 51528	H	1987	07/01/92	06/30/97	
		4348	ACFX 51529	H	1987	07/01/92	06/30/97	
		4348	ACFX 51530	H	1987	07/01/92	06/30/97	
		4348	ACFX 51531	H	1987	07/01/92	06/30/97	
		4348	ACFX 51532	H	1987	07/01/92	06/30/97	
160 AMERICAN MAIZE PRODUCTS CO.								10
211 AKZO NOBEL CHEMICALS INC.		45100043	ACFX 51429	H	1987	07/01/92	06/30/96	
		45100043	ACFX 51430	H	1987	07/01/92	06/30/96	
		45100043	ACFX 51431	H	1987	07/01/92	06/30/96	
		45100043	ACFX 51432	H	1987	07/01/92	06/30/96	
		45100043	ACFX 51434	H	1987	07/01/92	06/30/96	
		45100043	ACFX 51435	H	1987	07/01/92	06/30/96	
211 AKZO NOBEL CHEMICALS INC.								6
293 JONES-HAMILTON CO.		5750	ACFX 71812	T	1987	02/01/93	01/31/98	
		5750	ACFX 71814	T	1987	02/01/93	01/31/98	

ANNEX II

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		5760	ACFX 71825	T	1987	02/01/93	01/31/98	
	293 JONES-HAMILTON CO.							3
	307 ICI AMERICAS FILMS	45070025	ACFX 77298	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77299	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77300	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77301	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77302	T	1987	03/01/94	03/31/97	
		45070026	ACFX 77303	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77304	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77305	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77306	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77307	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77308	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77309	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77310	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77311	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77312	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77313	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77314	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77315	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77316	T	1987	03/01/94	03/31/97	
	307 ICI AMERICAS FILMS							19
	438 PENFORD PRODUCTS CO.	4284	ACFX 51478	H	1987	05/01/92	04/30/97	
		4284	ACFX 51479	H	1987	05/01/92	04/30/97	
		4284	ACFX 51480	H	1987	05/01/92	04/30/97	
		4284	ACFX 51481	H	1987	06/01/92	04/30/97	
		4284	ACFX 51482	H	1987	05/01/92	04/30/97	
		4284	ACFX 51483	H	1987	05/01/92	04/30/97	
		4284	ACFX 51484	H	1987	05/01/92	04/30/97	
	438 PENFORD PRODUCTS CO.							7
	443 ELF ATOCHEM NORTH AMERICA,	4239	ACFX 71813	T	1987	06/01/87	05/31/92	
		4239	ACFX 71815	T	1987	06/01/87	05/31/92	
		4239	ACFX 71816	T	1987	06/01/87	05/31/92	
		4239	ACFX 71817	T	1987	06/01/87	05/31/92	
		4239	ACFX 71819	T	1987	06/01/87	05/31/92	
		4239	ACFX 71820	T	1987	06/01/87	05/31/92	
		4239	ACFX 71821	T	1987	06/01/87	05/31/92	
		4239	ACFX 71822	T	1987	06/01/87	05/31/92	
		4239	ACFX 71823	T	1987	06/01/87	05/31/92	
		4239	ACFX 71826	T	1987	06/01/87	05/31/92	

28-Mar-95

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ANNEX II

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	443 ELF ATOCHEM NORTH AMERICA,							10
	485 REXENE COMPANY	50570015	ACFX	65011	H	1987	05/01/92	04/30/97
		50570015	ACFX	65012	H	1987	05/01/92	04/30/97
		50570015	ACFX	65013	H	1987	05/01/92	04/30/97
		50570015	ACFX	65014	H	1987	05/01/92	04/30/97
		50570015	ACFX	65015	H	1987	05/01/92	04/30/97
		50570015	ACFX	65016	H	1987	05/01/92	04/30/97
		50570015	ACFX	65017	H	1987	05/01/92	04/30/97
		50570015	ACFX	65019	H	1987	05/01/92	04/30/97
		50570015	ACFX	65020	H	1987	05/01/92	04/30/97
		50570015	ACFX	65022	H	1987	05/01/92	04/30/97
		50570015	ACFX	65023	H	1987	05/01/92	04/30/97
		50570015	ACFX	65024	H	1987	05/01/92	04/30/97
		50570015	ACFX	65025	H	1987	05/01/92	04/30/97
		50570015	ACFX	65027	H	1987	05/01/92	04/30/97
		50570015	ACFX	65028	H	1987	05/01/92	04/30/97
		50570015	ACFX	65029	H	1987	05/01/92	04/30/97
		50570015	ACFX	65030	H	1987	05/01/92	04/30/97
		50570015	ACFX	65031	H	1987	05/01/92	04/30/97
		50570015	ACFX	65032	H	1987	05/01/92	04/30/97
		50570015	ACFX	65033	H	1987	05/01/92	04/30/97
		50570015	ACFX	65034	H	1987	05/01/92	04/30/97
		50570015	ACFX	65035	H	1987	05/01/92	04/30/97
		50570015	ACFX	65037	H	1987	05/01/92	04/30/97
		50570015	ACFX	65038	H	1987	05/01/92	04/30/97
		50570015	ACFX	65039	H	1987	05/01/92	04/30/97
		50570015	ACFX	65040	H	1987	05/01/92	04/30/97
		50570015	ACFX	65041	H	1987	05/01/92	04/30/97
		50570015	ACFX	65042	H	1987	05/01/92	04/30/97
		50570015	ACFX	65043	H	1987	05/01/92	04/30/97
		50570015	ACFX	65044	H	1987	05/01/92	04/30/97
		50570015	ACFX	65045	H	1987	05/01/92	04/30/97
		50570015	ACFX	65046	H	1987	05/01/92	04/30/97
		50570015	ACFX	65048	H	1987	05/01/92	04/30/97
		50570015	ACFX	65049	H	1987	05/01/92	04/30/97
		50570015	ACFX	65050	H	1987	05/01/92	04/30/97
		50570015	ACFX	65051	H	1987	05/01/92	04/30/97
		50570015	ACFX	65052	H	1987	05/01/92	04/30/97
		50570015	ACFX	65054	H	1987	05/01/92	04/30/97
		50570015	ACFX	65055	H	1987	05/01/92	04/30/97

28-Mar-95

212 626 0799 P.07

ANNEX II

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		50570015	ACFX 65056	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65057	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65058	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65059	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65060	H	1987	05/01/92	04/30/97	
485 REXENE COMPANY								
608 UNION CARBIDE CORPORATION		37290057	ACFX 71670	T	1986	04/01/92	03/31/95	
		37290057	ACFX 71671	T	1986	04/01/92	03/31/95	
		37290057	ACFX 71672	T	1986	04/01/92	03/31/95	
		37290057	ACFX 71673	T	1986	04/01/92	03/31/95	
		37290057	ACFX 71674	T	1986	04/01/92	03/31/95	
		37290057	ACFX 71675	T	1986	04/01/92	03/31/95	
		37290057	ACFX 71676	T	1986	04/01/92	03/31/95	
		37290057	ACFX 71677	T	1987	04/01/92	03/31/95	
		37290057	ACFX 71678	T	1987	04/01/92	03/31/95	
		37290057	ACFX 71679	T	1987	04/01/92	03/31/95	
		37290057	ACFX 71680	T	1987	04/01/92	03/31/95	
		37290057	ACFX 71682	T	1987	04/01/92	03/31/95	
		37290058	ACFX 71688	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71689	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71690	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71691	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71692	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71693	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71694	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71695	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71696	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71697	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71698	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71699	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71700	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71701	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71702	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71703	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71704	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71705	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71706	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71707	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71708	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71709	T	1987	06/01/93	05/31/96	

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ANNEX II

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		37290058	ACFX 71710	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71711	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71712	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71713	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71714	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71715	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71716	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71728	T	1987	06/01/93	05/31/96	
		37290060	ACFX 71739	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71740	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71741	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71742	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71743	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71744	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71745	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71746	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71747	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71748	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71749	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71750	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71751	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71752	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71763	T	1987	06/01/93	05/31/98	
		37290082	ACFX 71758	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71759	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71760	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71763	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71764	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71765	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71766	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71767	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71768	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71769	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71770	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71771	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71772	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71773	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71774	T	1987	07/01/92	06/30/96	
		37290082	ACFX 71775	T	1987	07/01/92	06/30/96	
		37290082	ACFX 71776	T	1987	07/01/92	06/30/96	

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ANNEX II

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS	
		37290062	ACFX 71777	T	1987	07/01/92	06/30/96		
		37290062	ACFX 71778	T	1987	07/01/92	06/30/96		
608 UNION CARBIDE CORPORATION									
	1361 LYONDELL POLYMERS	53470014	ACFX 65018	H	1987	03/01/92	02/28/97	76	
		53470014	ACFX 65026	H	1987	03/01/92	02/28/97		
		53470014	ACFX 65047	H	1987	03/01/92	02/28/97		
1361 LYONDELL POLYMERS									
1375 HAMPSHIRE CHEMICAL CORP									
		4248	ACFX 71834	T	1987	12/30/92	02/28/97	3	
		4248	ACFX 71835	T	1987	12/30/92	02/28/97		
		4248	ACFX 71836	T	1987	12/30/92	02/28/97		
		4248	ACFX 71837	T	1987	12/30/92	02/28/97		
		4248	ACFX 71838	T	1987	12/30/92	02/28/97		
1376 HAMPSHIRE CHEMICAL CORP									
TOTAL									
									5
									200

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ANNEX X

ACFX	45012	ACFX	51956
ACFX	45035	ACFX	51957
ACFX	45038	ACFX	51958
ACFX	45040	ACFX	51961
ACFX	45042	ACFX	51963
ACFX	45043	ACFX	51965
ACFX	45044	ACFX	51972
ACFX	45045	ACFX	51973
ACFX	45046	ACFX	51976
ACFX	45047	ACFX	51977
ACFX	45048	ACFX	65601
ACFX	45049	ACFX	65602
ACFX	45050	ACFX	65603
ACFX	45051	ACFX	65604
ACFX	45052	ACFX	65605
ACFX	45881	ACFX	65606
ACFX	45882	ACFX	65607
ACFX	45883	ACFX	65608
ACFX	45884	ACFX	65609
ACFX	45885	ACFX	65610
ACFX	45886	ACFX	65611
ACFX	45887	ACFX	65612
ACFX	45888	ACFX	65613
ACFX	45889	ACFX	65614
ACFX	45890	ACFX	65615
ACFX	45891	ACFX	65616
ACFX	45892	ACFX	65617
ACFX	51933	ACFX	65618
ACFX	51934	ACFX	65619
ACFX	51935	ACFX	65620
ACFX	51936	ACFX	65621
ACFX	51937	ACFX	65622
ACFX	51938	ACFX	65623
ACFX	51939	ACFX	65624
ACFX	51940	ACFX	65625
ACFX	51941	ACFX	65626
ACFX	51942	ACFX	65627
ACFX	51943	ACFX	65628
ACFX	51944	ACFX	65629
ACFX	51945	ACFX	72901
ACFX	51946	ACFX	72902
ACFX	51947	ACFX	72903
ACFX	51948	ACFX	72904
ACFX	51949	ACFX	72905
ACFX	51950	ACFX	72906
ACFX	51951	ACFX	72907
ACFX	51952	ACFX	72908
ACFX	51953	ACFX	72909
ACFX	51954	ACFX	72910
ACFX	51955	ACFX	72911

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ANNEX X

ACFX	72912	ACFX	72962
ACFX	72913	ACFX	72963
ACFX	72914	ACFX	72964
ACFX	72915	ACFX	72965
ACFX	72916	ACFX	72966
ACFX	72917	ACFX	72967
ACFX	72918	ACFX	72968
ACFX	72919	ACFX	72969
ACFX	72920	ACFX	72970
ACFX	72921	ACFX	73125
ACFX	72922	ACFX	73126
ACFX	72923	161 CARS	
ACFX	72924		
ACFX	72925		
ACFX	72926		
ACFX	72927		
ACFX	72928		
ACFX	72929		
ACFX	72930		
ACFX	72931		
ACFX	72932		
ACFX	72933		
ACFX	72934		
ACFX	72935		
ACFX	72936		
ACFX	72937		
ACFX	72938		
ACFX	72939		
ACFX	72940		
ACFX	72941		
ACFX	72942		
ACFX	72943		
ACFX	72944		
ACFX	72945		
ACFX	72946		
ACFX	72947		
ACFX	72948		
ACFX	72949		
ACFX	72950		
ACFX	72951		
ACFX	72952		
ACFX	72953		
ACFX	72954		
ACFX	72955		
ACFX	72956		
ACFX	72957		
ACFX	72958		
ACFX	72959		
ACFX	72960		
ACFX	72961		

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ANNEX Y

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	81 CARGILL INCORPORATED	5155	ACFX	51939	H	1989	04/01/94	03/31/99
		5155	ACFX	51940	H	1989	04/01/94	03/31/99
		5155	ACFX	51941	H	1989	04/01/94	03/31/99
		5155	ACFX	51942	H	1989	04/01/94	03/31/99
		5155	ACFX	51943	H	1989	04/01/94	03/31/99
		5155	ACFX	51944	H	1989	04/01/94	03/31/99
		5155	ACFX	51945	H	1989	04/01/94	03/31/99
		5155	ACFX	51946	H	1989	04/01/94	03/31/99
		5155	ACFX	51947	H	1989	04/01/94	03/31/99
		5155	ACFX	51948	H	1989	04/01/94	03/31/99
		5155	ACFX	51949	H	1989	04/01/94	03/31/99
		5155	ACFX	51950	H	1989	04/01/94	03/31/99
		5155	ACFX	51951	H	1989	04/01/94	03/31/99
		5155	ACFX	51952	H	1989	04/01/94	03/31/99
		5155	ACFX	51953	H	1989	04/01/94	03/31/99
		5155	ACFX	51954	H	1989	04/01/94	03/31/99
		5155	ACFX	51955	H	1989	04/01/94	03/31/99
		5155	ACFX	51956	H	1989	04/01/94	03/31/99
		5155	ACFX	51957	H	1989	04/01/94	03/31/99
		5155	ACFX	51958	H	1989	04/01/94	03/31/99
	81 CARGILL INCORPORATED							
	230 GRAIN PROCESSING CORP	5156	ACFX	51981	H	1989	10/01/94	09/30/99
		5156	ACFX	51983	H	1989	10/01/94	09/30/99
		5156	ACFX	51985	H	1989	10/01/94	09/30/99
		5156	ACFX	51972	H	1989	10/01/94	09/30/99
		5156	ACFX	51973	H	1989	10/01/94	09/30/99
		5156	ACFX	51976	H	1989	10/01/94	09/30/99
		5156	ACFX	51977	H	1989	10/01/94	09/30/99
	230 GRAIN PROCESSING CORP							
	252 J M HUBER CORPORATION	5019	ACFX	72901	T	1989	03/01/89	02/28/94
		5019	ACFX	72902	T	1989	03/01/89	02/28/94
		5019	ACFX	72903	T	1989	03/01/89	02/28/94
		5019	ACFX	72904	T	1989	03/01/89	02/28/94
		5019	ACFX	72905	T	1989	03/01/89	02/28/94
		5019	ACFX	72906	T	1989	03/01/89	02/28/94
		5019	ACFX	72907	T	1989	03/01/89	02/28/94
		5019	ACFX	72908	T	1989	03/01/89	02/28/94
		5019	ACFX	72909	T	1989	03/01/89	02/28/94
		5019	ACFX	72910	T	1989	03/01/89	02/28/94
		5019	ACFX	72911	T	1989	03/01/89	02/28/94

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ANNEX Y

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
5019		ACFX	72912	T	1989	03/01/89	02/28/94	
5019		ACFX	72913	T	1989	03/01/89	02/28/94	
5019		ACFX	72914	T	1989	03/01/89	02/28/94	
5019		ACFX	72915	T	1989	03/01/89	02/28/94	
5019		ACFX	72916	T	1989	03/01/89	02/28/94	
5019		ACFX	72917	T	1989	03/01/89	02/28/94	
5019		ACFX	72918	T	1989	03/01/89	02/28/94	
5019		ACFX	72919	T	1989	03/01/89	02/28/94	
5019		ACFX	72920	T	1989	03/01/89	02/28/94	
5019		ACFX	72921	T	1989	03/01/89	02/28/94	
5019		ACFX	72922	T	1989	03/01/89	02/28/94	
5019		ACFX	72923	T	1989	03/01/89	02/28/94	
5019		ACFX	72924	T	1989	03/01/89	02/28/94	
5019		ACFX	72925	T	1989	03/01/89	02/28/94	
5019		ACFX	72926	T	1989	03/01/89	02/28/94	
5019		ACFX	72927	T	1989	03/01/89	02/28/94	
5019		ACFX	72928	T	1989	03/01/89	02/28/94	
5019		ACFX	72929	T	1989	03/01/89	02/28/94	
5019		ACFX	72930	T	1989	03/01/89	02/28/94	
5019		ACFX	72931	T	1989	03/01/89	02/28/94	
5019		ACFX	72932	T	1989	03/01/89	02/28/94	
5019		ACFX	72933	T	1989	03/01/89	02/28/94	
5019		ACFX	72934	T	1989	03/01/89	02/28/94	
5019		ACFX	72935	T	1989	03/01/89	02/28/94	
5019		ACFX	72936	T	1989	03/01/89	02/28/94	
5019		ACFX	72937	T	1989	03/01/89	02/28/94	
5019		ACFX	72938	T	1989	03/01/89	02/28/94	
5019		ACFX	72939	T	1989	03/01/89	02/28/94	
5019		ACFX	72940	T	1989	03/01/89	02/28/94	
5019		ACFX	72941	T	1989	03/01/89	02/28/94	
5019		ACFX	72942	T	1989	03/01/89	02/28/94	
5019		ACFX	72943	T	1989	03/01/89	02/28/94	
5019		ACFX	72944	T	1989	03/01/89	02/28/94	
5019		ACFX	72945	T	1989	03/01/89	02/28/94	
5019		ACFX	72946	T	1989	03/01/89	02/28/94	
5019		ACFX	72947	T	1989	03/01/89	02/28/94	
5019		ACFX	72948	T	1989	03/01/89	02/28/94	
5019		ACFX	72949	T	1989	03/01/89	02/28/94	
5019		ACFX	72950	T	1989	03/01/89	02/28/94	
5019		ACFX	72951	T	1989	03/01/89	02/28/94	

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ANNEX Y

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		5019	ACFX 72952	T	1989	03/01/89	02/28/94	
		5019	ACFX 72953	T	1989	03/01/89	02/28/94	
		5019	ACFX 72954	T	1989	03/01/89	02/28/94	
		5019	ACFX 72955	T	1989	03/01/89	02/28/94	
		5019	ACFX 72956	T	1989	03/01/89	02/28/94	
		5019	ACFX 72957	T	1989	03/01/89	02/28/94	
		5019	ACFX 72958	T	1989	03/01/89	02/28/94	
		5019	ACFX 72959	T	1989	03/01/89	02/28/94	
		6019	ACFX 72960	T	1989	03/01/89	02/28/94	
		5019	ACFX 72961	T	1989	03/01/89	02/28/94	
		5019	ACFX 72962	T	1989	03/01/89	02/28/94	
		5019	ACFX 72963	T	1989	03/01/89	02/28/94	
		5019	ACFX 72964	T	1989	03/01/89	02/28/94	
		5019	ACFX 72965	T	1989	03/01/89	02/28/94	
		5019	ACFX 72966	T	1989	03/01/89	02/28/94	
		5019	ACFX 72967	T	1989	03/01/89	02/28/94	
		5019	ACFX 72968	T	1989	03/01/89	02/28/94	
		5019	ACFX 72969	T	1989	03/01/89	02/28/94	
		5019	ACFX 72970	T	1989	03/01/89	02/28/94	
	252 J M HUBER CORPORATION							70
	392 NATIONAL STARCH AND CHEMICAL COMP	5083	ACFX 73125	T	1989	07/01/89	06/30/98	
	392 NATIONAL STARCH AND CHEMICAL COMP	5083	ACFX 73126	T	1989	07/01/89	06/30/98	2
	438 PENFORD PRODUCTS CO.	5220	ACFX 45035	H	1989	08/01/94	07/31/99	
		5220	ACFX 45038	H	1989	08/01/94	07/31/99	
		5220	ACFX 45040	H	1989	08/01/94	07/31/99	
		5220	ACFX 45042	H	1989	08/01/94	07/31/99	
		5220	ACFX 45043	H	1989	08/01/94	07/31/99	
		5220	ACFX 45044	H	1989	08/01/94	07/31/99	
		5220	ACFX 45045	H	1989	08/01/94	07/31/99	
		5220	ACFX 45046	H	1989	08/01/94	07/31/99	
		5220	ACFX 45047	H	1989	08/01/94	07/31/99	
		5220	ACFX 45048	H	1989	08/01/94	07/31/99	
		5220	ACFX 45049	H	1989	08/01/94	07/31/99	
		5220	ACFX 45050	H	1989	08/01/94	07/31/99	
		5220	ACFX 45051	H	1989	08/01/94	07/31/99	
		5220	ACFX 45052	H	1989	08/01/94	07/31/99	
		6012	ACFX 45881	H	1994	11/01/94	10/31/99	
		6012	ACFX 45882	H	1994	11/01/94	10/31/99	
		6012	ACFX 45883	H	1994	11/01/94	10/31/99	

ANNEX Y

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		6012	ACFX 45884	H	1994	11/01/94	10/31/99	
		6012	ACFX 45885	H	1994	11/01/94	10/31/99	
		6012	ACFX 45886	H	1994	11/01/94	10/31/99	
		6012	ACFX 45887	H	1994	11/01/94	10/31/99	
		6012	ACFX 45888	H	1994	11/01/94	10/31/99	
		6012	ACFX 45889	H	1994	11/01/94	10/31/99	
		6012	ACFX 45890	H	1994	11/01/94	10/31/99	
		6012	ACFX 45891	H	1994	11/01/94	10/31/99	
		6012	ACFX 45892	H	1994	11/01/94	10/31/99	
438 PENFORD PRODUCTS CO.								26
517 STONE CONTAINER CORP.		5227	ACFX 45012	H	1989	08/01/94	07/31/99	
517 STONE CONTAINER CORP.								1
568 EASTMAN CHEMICAL COMPANY		5081	ACFX 65604	H	1989	05/01/94	04/30/99	
		5081	ACFX 65608	H	1989	05/01/94	04/30/99	
		5081	ACFX 65609	H	1989	05/01/94	04/30/99	
		5081	ACFX 65610	H	1989	05/01/94	04/30/99	
		5081	ACFX 65617	H	1989	05/01/94	04/30/99	
		5081	ACFX 65618	H	1989	05/01/94	04/30/99	
		5081	ACFX 65619	H	1989	05/01/94	04/30/99	
		5081	ACFX 65623	H	1989	05/01/94	04/30/99	
568 EASTMAN CHEMICAL COMPANY								8
620 UNITED STATES GYPSUM COMPANY		5148	ACFX 51934	H	1989	03/01/94	02/28/99	
		5148	ACFX 51935	H	1989	03/01/94	02/28/99	
		5148	ACFX 51936	H	1989	03/01/94	02/28/99	
		5148	ACFX 51937	H	1989	03/01/94	02/28/99	
		5148	ACFX 51938	H	1989	03/01/94	02/28/99	
620 UNITED STATES GYPSUM COMPANY								5
1372 LUZENAC AMERICA, INC.		5131	ACFX 51933	H	1989	03/01/94	02/28/99	
1372 LUZENAC AMERICA, INC.								1
1388 HUNTSMAN POLYPROPYLENE CORP		6347	ACFX 65601	H	1989	12/01/94	04/30/99	
		6347	ACFX 65802	H	1989	12/01/94	04/30/99	
		6347	ACFX 65603	H	1989	12/01/94	04/30/99	
		6347	ACFX 65605	H	1989	12/01/94	04/30/99	
		6347	ACFX 65608	H	1989	12/01/94	04/30/99	
		6347	ACFX 65607	H	1989	12/01/94	04/30/99	
		6347	ACFX 65611	H	1989	12/01/94	04/30/99	
		6347	ACFX 65612	H	1989	12/01/94	04/30/99	
		6347	ACFX 65813	H	1989	12/01/94	04/30/99	
		6347	ACFX 65614	H	1989	12/01/94	04/30/99	
		6347	ACFX 65615	H	1989	12/01/94	04/30/99	

28-Mar-95

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ANNEX Y

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		6347	ACFX 65616	H	1989	12/01/94	04/30/99	
		6347	ACFX 65620	H	1989	12/01/94	04/30/99	
		6347	ACFX 65621	H	1989	12/01/94	04/30/99	
		6347	ACFX 65622	H	1989	12/01/94	04/30/99	
		6347	ACFX 65624	H	1989	12/01/94	04/30/99	
		6347	ACFX 65625	H	1989	12/01/94	04/30/99	
		6347	ACFX 65626	H	1989	12/01/94	04/30/99	
		6347	ACFX 65627	H	1989	12/01/94	04/30/99	
		6347	ACFX 65628	H	1989	12/01/94	04/30/99	
		6347	ACFX 65629	H	1989	12/01/94	04/30/99	

1388HUNTSMAN POLYPROPYLENE CORP

21

161

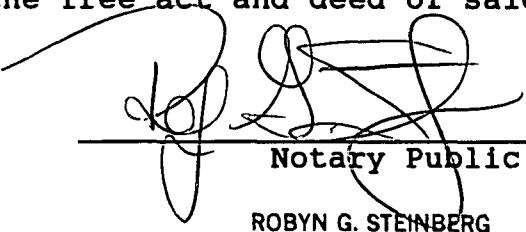
GABUSSEW

APR-25-1995 18:32

TOTAL P.16

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

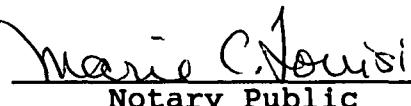
On this 27th day of April, 1995 before me personally appeared, Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he resides at 3 Woodland Drive, Woodbury, New York 11797 and he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 27th day of April, 1995 before me personally appeared, EDWARD A. JACKEL, to me personally known, who being by me duly sworn, says that he resides at 3 Oakfield Road, Norwalk, CT 06854 and he is the Senior Vice-President of BNY LEASING CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

Commission Expires May 31, 1995
Qualified in Manhattan & Queens Cty.
No. 41-4659779
Notary Public, State of New York
MARIE C. TORRISI

MARIE C. TORRISI
Notary Public, State of New York
No. 41-4659779
Qualified in Manhattan & Queens Cty.
Commission Expires May 31, 1995